

FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION

SAM RAYBURN MUNICIPAL POWER AGENCY

For the Years Ended
September 30, 2018 and 2017

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Sam Rayburn Municipal Power Agency

We have audited the accompanying financial statements of each major proprietary fund of Sam Rayburn Municipal Power Agency (the "Agency") which comprise the statements of net position as of September 30, 2018 and 2017, and the related statements of revenues, expenses, and changes in net position and cash flows for the fiscal years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Agency's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Agency's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinion

In our opinions, the financial statements referred to above present fairly, in all material respects, the net position of Sam Rayburn Municipal Power Agency as of September 30, 2018 and 2017, and the changes in its net position and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Generally accepted accounting principles in the United States of America require the Management's Discussion and Analysis on pages 5 through 12 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audits were conducted for the purpose of forming opinions on the financial statements that collectively comprise the basic financial statements. The supplementary information in the accompanying Schedules of Debt Service Coverage is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Lufkin, Texas
February 19, 2019

Axley & Rode LLP
CERTIFIED PUBLIC ACCOUNTANTS

SAM RAYBURN MUNICIPAL POWER AGENCY
Management's Discussion and Analysis (Unaudited)

Financial Statements Overview

This discussion and analysis of Sam Rayburn Municipal Power Agency's (the Agency) financial performance provides an overview of the Agency's activities for the fiscal years ended September 30, 2018 and 2017. The information presented should be read in conjunction with the financial statements and the accompanying notes to the financial statements.

The Agency follows the Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission. The basic financial statements are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. The Agency's basic financial statements include the statements of net position for each major fund (RPSA and Cambridge) and the related statements of revenues, expenses and changes in net position, the statements of cash flows, and notes to the financial statements.

The statements of net position provide information about the nature and amount of assets and obligations (liabilities) of the Agency as of the end of each year being reported. The statements of revenues, expenses, and changes in net position report revenues and expenses for each year being reported. The statements of cash flows report cash receipts, cash payments, and net changes in cash resulting from operating, capital and related financing activities, and investing activities.

Financial Highlights

There are none of significance for 2018 or 2017.

Comparison of 2018 to 2017

The following table summarizes the net position of each of the Agency's major funds as of September 30:

Condensed Statements of Net Position

	RPSA		DOLLAR	PERCENTAGE
	2018	2017	CHANGE	CHANGE
Capital assets, net	\$ 13 129 010	\$ 12 188 963	\$ 940 047	7.7%
Current assets	4 869 709	4 895 930	(26 221)	(0.5)%
Other noncurrent assets	43 314 089	43 777 247	(463 158)	(1.1)%
TOTAL ASSETS	61 312 808	60 862 140	450 668	0.7%
Deferred outflows	24 031 983	30 556 705	(6 524 722)	(21.4)%
TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 85 344 791	\$ 91 418 845	\$ (6 074 054)	(6.6)%
Current liabilities	\$ 15 809 157	\$ 15 327 399	\$ 481 758	(3.1)%
Long-term liabilities	42 460 000	55 290 000	(12 830 000)	(23.2)%
TOTAL LIABILITIES	58 269 157	70 617 399	(12 348 242)	(17.5)%
Deferred inflows	2 964 899	4 406 180	(1 441 281)	(32.7)%
TOTAL LIABILITIES AND DEFERRED INFLOWS	61 234 056	75 023 579	(13 789 523)	(18.4)%
Net Position:				
Net investment in capital assets	(13 382 530)	(18 853 544)	5 471 014	(29.0)%
Restricted	32 926 698	30 584 181	2 342 517	7.7%
Unrestricted	4 566 567	4 664 629	(98 062)	(2.1)%
TOTAL NET POSITION	24 110 735	16 395 266	7 715 469	47.1%
TOTAL LIABILITIES, DEFERRED INFLOWS, AND NET POSITION	\$ 85 344 791	\$ 91 418 845	\$ (6 074 054)	(6.6)%

SAM RAYBURN MUNICIPAL POWER AGENCY
Management's Discussion and Analysis (Unaudited) - Continued

	CAMBRIDGE		DOLLAR	PERCENTAGE
	2018	2017	CHANGE	CHANGE
Capital assets, net	\$ -	\$ -	\$ -	- %
Current assets	38 191 937	34 775 758	3 416 179	9.8%
Other noncurrent assets	-	-	-	- %
TOTAL ASSETS	38 191 937	34 775 758	3 416 179	9.8%
Deferred outflows	4 689 513	4 950 042	(260 529)	(5.3)%
TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 42 881 450	\$ 39 725 800	\$ 3 155 650	7.9%
Current liabilities	\$ 17 114 230	\$ 14 769 451	\$ 2 344 779	15.9%
Long-term liabilities	-	-	-	- %
TOTAL LIABILITIES	17 114 230	14 769 451	2 344 779	15.9%
Deferred inflows	-	-	-	- %
TOTAL LIABILITIES AND DEFERRED INFLOWS	17 114 230	14 769 451	2 344 779	15.9%
Net Position:				
Net investment in capital assets	4 689 513	4 950 042	(260 529)	(5.3)%
Restricted	-	-	-	- %
Unrestricted	21 077 707	20 006 307	1 071 400	5.4%
TOTAL NET POSITION	25 767 220	24 956 349	810 871	3.2%
TOTAL LIABILITIES, DEFERRED INFLOWS, AND NET POSITION	\$ 42 881 450	\$ 39 725 800	\$ 3 155 650	7.9%

	TOTALS		DOLLAR	PERCENTAGE
	2018	2017	CHANGE	CHANGE
Capital assets, net	\$ 13 129 010	\$ 12 188 963	\$ 940 047	7.7%
Current assets	43 061 646	39 671 688	3 389 958	8.5%
Other noncurrent assets	43 314 089	43 777 247	(463 158)	(1.1)%
TOTAL ASSETS	99 504 745	95 637 898	3 866 847	4.0%
Deferred outflows	28 721 496	35 506 747	(6 785 251)	(19.1)%
TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 128 226 241	\$ 131 144 645	\$ (2 918 404)	(2.2)%
Current liabilities	\$ 32 923 387	\$ 30 096 850	\$ 2 826 537	9.4%
Long-term liabilities	42 460 000	55 290 000	(12 830 000)	(23.2)%
TOTAL LIABILITIES	75 383 387	85 386 850	(10 003 463)	(11.7)%
Deferred inflows	2 964 899	4 406 180	(1 441 281)	(32.7)%
TOTAL LIABILITIES AND DEFERRED INFLOWS	78 348 286	89 793 030	(11 444 744)	(12.7)%
Net Position:				
Net investment in capital assets	(8 693 017)	(13 903 502)	5 210 485	(37.5)%
Restricted	32 926 698	30 584 181	2 342 517	7.7%
Unrestricted	25 644 274	24 670 936	973 338	3.9%
TOTAL NET POSITION	49 877 955	41 351 615	8 526 340	20.6%
TOTAL LIABILITIES, DEFERRED INFLOWS, AND NET POSITION	\$ 128 226 241	\$ 131 144 645	\$ (2 918 404)	(2.2)%

Condensed statement of net position highlights are as follows:

- Capital Assets, net increased by approximately \$940 thousand during 2018 due primarily to ongoing capital improvement projects.
- Current assets increased by approximately \$3.4 million from 2017 to 2018. Current assets include cash and cash equivalents, prepaid expenses, power sales receivables, and marketable securities. The Cambridge Project had a combined increase in cash, receivables, and marketable securities of approximately \$3.4 million, which was the result of lower distributions to the Members in 2018 than in 2017.
- Other noncurrent assets decreased by approximately \$463 thousand from 2017 to 2018. This was due to several factors: 1) amortization of the Requirements Power Supply Agreement of approximating \$2.6 million and 2) increase in restricted cash of approximately \$2.1 million. Other noncurrent assets primarily include the Restricted Power Supply Agreement, restricted cash and cash equivalents being used for operating, maintenance, working capital, debt, and construction needs of the Agency.

SAM RAYBURN MUNICIPAL POWER AGENCY
Management's Discussion and Analysis (Unaudited) - Continued

- Deferred outflows decreased by approximately \$6.8 million from 2017 to 2018. Deferred outflows includes deferred charges and the cost of debt issued in excess of debt refunded, net of related amortization. The decrease was primarily the result of amortization.
- Current liabilities increased by approximately \$2.8 million from 2017 to 2018, which was due to a combination of factors: 1) increase in accounts payable of approximately \$2.5 million, 2) increase of approximately \$615 thousand in current bonds payable, and 3) decrease of approximately \$305 thousand in accrued interest on bonds. Current liabilities include payables for purchased power, other vendor payables, accrued interest payable, and the current portion of bonds payable.
- Long-term liabilities decreased by approximately \$12.8 million from 2017 to 2018, which was due entirely to debt payments made during the year. Long-term liabilities represent bonds issued by the Agency.
- Deferred inflows decreased by approximately \$1.4 million from 2017 to 2018, which was due primarily to amortization on the \$15.0 million bond premium incurred as result of the 2012 refunding. Deferred inflows represent deferred credits and the premium on bonds issued by the Agency, net of related amortization.
- The assets of the Agency exceeded its liabilities at the close of 2018 by approximately \$49.9 million as compared to \$41.3 million at the end of 2017. This was the result of a combined net change in position of approximately \$8.5 million, consisting of an approximate \$7.7 million increase in the RPSA Fund and an approximate \$800 thousand increase in the Cambridge Fund.

Comparison of 2017 to 2016

The following table summarizes the net position of each major fund of the Agency as of September 30:

Condensed Statements of Net Position

	RPSA		DOLLAR	PERCENTAGE
	2017	2016	CHANGE	CHANGE
Capital assets, net	\$ 12 188 963	\$ 11 627 760	\$ 561 203	4.6%
Current assets	4 895 930	5 064 365	(168 435)	(3.4)%
Other noncurrent assets	43 777 247	46 434 597	(2 657 350)	(6.1)%
TOTAL ASSETS	60 862 140	63 126 722	(2 264 582)	(3.7)%
Deferred outflows	30 556 705	35 967 374	(5 410 669)	(17.7)%
TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 91 418 845	\$ 99 094 096	\$ (7 675 251)	(8.4)%
Current liabilities	\$ 15 327 399	\$ 15 766 385	\$ (438 986)	(2.9)%
Long-term liabilities	55 290 000	67 505 000	(12 215 000)	(22.1)%
TOTAL LIABILITIES	70 617 399	83 271 385	(12 653 986)	(17.9)%
Deferred inflows	4 406 180	5 458 109	(1 051 929)	(23.9)%
TOTAL LIABILITIES AND DEFERRED INFLOWS	75 023 579	88 729 494	(13 705 915)	(18.3)%
Net Position:				
Net investment in capital assets	(18 853 544)	(24 020 415)	5 166 871	(27.4)%
Restricted	30 584 181	29 776 740	807 441	2.6%
Unrestricted	4 664 629	4 608 277	56 352	1.2%
TOTAL NET POSITION	16 395 266	10 364 602	6 030 664	36.8%
TOTAL LIABILITIES AND NET POSITION	\$ 91 418 845	\$ 99 094 096	\$ (7 675 251)	(8.4)%

SAM RAYBURN MUNICIPAL POWER AGENCY
Management's Discussion and Analysis (Unaudited) - Continued

	CAMBRIDGE		DOLLAR CHANGE	PERCENTAGE CHANGE
	2017	2016		
Capital assets, net	\$ -	\$ -	\$ -	- %
Current assets	34 775 758	41 314 271	(6 538 513)	(18.8)%
Other noncurrent assets	-	137 026	(137 026)	(100.0)%
TOTAL ASSETS	34 775 758	41 451 297	(6 675 539)	(19.2)%
Deferred outflows	4 950 042	5 210 571	(260 529)	(5.3)%
TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 39 725 800	\$ 46 661 868	\$ (6 936 068)	(17.5)%
Current liabilities	\$ 14 769 451	\$ 16 029 395	\$ (1 259 944)	(8.5)%
Long-term liabilities	-	-	-	- %
TOTAL LIABILITIES	14 769 451	16 029 395	(1 259 944)	(8.5)%
Deferred inflows	-	-	-	- %
TOTAL LIABILITIES AND DEFERRED INFLOWS	14 769 451	16 029 395	(1 259 944)	(8.5)%
Net Position:				
Net investment in capital assets	4 950 042	5 210 571	(260 529)	(5.3)%
Restricted	-	-	-	- %
Unrestricted	20 006 307	25 421 902	(5 415 595)	(27.1)%
TOTAL NET POSITION	24 956 349	30 632 473	(5 676 124)	(22.7)%
TOTAL LIABILITIES AND NET POSITION	\$ 39 725 800	\$ 46 661 868	\$ (6 936 068)	(17.5)%

	TOTAL		DOLLAR CHANGE	PERCENTAGE CHANGE
	2017	2016		
Capital assets, net	\$ 12 188 963	\$ 11 627 760	\$ 561 203	4.6%
Current assets	39 671 688	46 378 636	(6 706 948)	(16.9)%
Other noncurrent assets	43 777 247	46 571 623	(2 794 376)	(6.4)%
TOTAL ASSETS	95 637 898	104 578 019	(8 940 121)	(9.3)%
Deferred outflows	35 506 747	41 177 945	(5 671 198)	(16.0)%
TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 131 144 645	\$ 145 755 964	\$ (14 611 319)	(11.1)%
Current liabilities	\$ 30 096 850	\$ 31 795 780	\$ (1 698 930)	(5.6)%
Long-term liabilities	55 290 000	67 505 000	(12 215 000)	(22.1)%
TOTAL LIABILITIES	85 386 850	99 300 780	(13 913 930)	(16.3)%
Deferred inflows	4 406 180	5 458 109	(1 051 929)	(23.9)%
TOTAL LIABILITIES AND DEFERRED INFLOWS	89 793 030	104 758 889	(14 965 859)	(16.7)%
Net Position:				
Net investment in capital assets	(13 903 502)	(18 809 844)	4 906 342	(35.3)%
Restricted	30 584 181	29 776 740	807 441	2.6%
Unrestricted	24 670 936	30 030 179	(5 359 243)	(21.7)%
TOTAL NET POSITION	41 351 615	40 997 075	354 540	0.9%
TOTAL LIABILITIES AND NET POSITION	\$ 131 144 645	\$ 145 755 964	\$ (14 611 319)	11.1%

Condensed statement of net position highlights are as follows:

- The assets of the Agency exceeded its liabilities at the close of 2017 by approximately \$41.3 million as compared to \$41.0 million at the end of 2016. This was the result of a combined net change in position of approximately \$355 thousand, consisting of an approximate \$6.0 million increase in the RPSA Fund and an approximate \$5.7 million decrease in the Cambridge Fund.
- Current assets decreased by approximately \$6.7 million from 2016 to 2017. Current assets include cash and cash equivalents, prepaid expenses, power sales receivables, and marketable securities. The Cambridge Project had a combined decrease in cash, receivables, and marketable securities of approximately \$6.5 million, which was the result of an increase in distributions to the Members.

SAM RAYBURN MUNICIPAL POWER AGENCY
Management's Discussion and Analysis (Unaudited) - Continued

- Other noncurrent assets decreased by approximately \$2.8 million from 2016 to 2017. This was due to several factors: 1) amortization of the Requirements Power Supply Agreement of approximating \$2.6 million and 2) decrease in restricted cash of approximately \$200 thousand. Other noncurrent assets primarily include restricted cash and cash equivalents being used for operating, maintenance, working capital, debt, and construction needs of the Agency. Additionally, other noncurrent assets include the Requirements Power Supply Agreement.
- Capital assets, net increased by approximately \$560 thousand during 2017 due primarily to ongoing capital improvement projects.
- Deferred outflows decreased by approximately \$5.7 million from 2016 to 2017. Deferred outflows includes deferred charges and the cost of debt issued in excess of debt refunded, net of related amortization. The decrease was primarily the result of amortization.
- Current liabilities decreased by approximately \$1.7 million from 2016 to 2017, which was primarily due to decrease in accounts payable of approximately \$1.3 million, and a decrease of approximately \$290 thousand in accrued interest on bonds. Current liabilities include payables for purchased power, other vendor payables, accrued interest payable, and the current portion of bonds payable.
- Long-term liabilities decreased by approximately \$12.2 million from 2016 to 2017, which was due entirely to debt payments made during the year. Long-term liabilities represent bonds issued by the Agency.
- Deferred inflows decreased by approximately \$1.1 million from 2016 to 2017, which was due primarily to amortization on the \$15.0 million bond premium incurred as result of the 2012 refunding. Deferred inflows represent deferred credits and the premium on bonds issued by the Agency, net of related amortization.

The following table summarizes the changes in net position of each major fund of the Agency for the years ended September 30, 2018 and 2017:

Condensed Statements of Revenues, Expenses, and Changes in Net Position

	RPSA		DOLLAR	PERCENTAGE
	2018	2017	CHANGE	CHANGE
Operating revenues, power sales	\$ 37 063 349	\$ 34 545 810	\$ 2 517 539	7.3%
Other nonoperating revenues	369 456	228 074	141 382	62.0%
TOTAL REVENUES	37 432 805	34 773 884	2 658 921	7.6%
Operating expenses	22 139 396	20 577 821	1 561 575	7.6%
Other nonoperating expenses	9 446 889	10 016 386	(569 497)	(5.7)%
TOTAL EXPENSES	31 586 285	30 594 207	992 078	3.2%
Transfers	1 868 949	1 850 987	17 962	1.0%
CHANGE IN NET POSITION	7 715 469	6 030 664	1 684 805	27.9%
Beginning net position	16 395 266	10 364 602	6 030 664	58.2%
ENDING NET POSITION	\$ 24 110 735	\$ 16 395 266	\$ 7 715 469	47.1%

SAM RAYBURN MUNICIPAL POWER AGENCY
Management's Discussion and Analysis (Unaudited) - Continued

	CAMBRIDGE		DOLLAR CHANGE	PERCENTAGE CHANGE
	2018	2017		
Operating revenues, power sales	\$ 211 394 373	\$ 217 071 641	\$ (5 677 268)	(2.6)%
Other nonoperating revenues	270 738	118 005	152 733	129.4%
TOTAL REVENUES	211 665 111	217 189 646	(5 524 535)	(2.5)%
Operating expenses	200 724 762	207 054 254	(6 329 492)	(3.1)%
Other nonoperating expenses	8 260 529	13 960 529	(5 700 000)	(40.8)%
TOTAL EXPENSES	208 985 291	221 014 783	(12 029 492)	(5.4)%
Transfers	(1 868 949)	(1 850 987)	(17 962)	1.0%
CHANGE IN NET POSITION	810 871	(5 676 124)	6 486 995	(114.3)%
Beginning net position	24 956 349	30 632 473	(5 676 124)	(18.5)%
ENDING NET POSITION	\$ 25 767 220	\$ 24 956 349	\$ 810 871	3.2%

	TOTALS		DOLLAR CHANGE	PERCENTAGE CHANGE
	2018	2017		
Operating revenues, power sales	\$ 248 457 722	\$ 251 617 451	\$ (3 159 729)	(1.3)%
Other nonoperating revenues	640 194	346 079	294 115	85.0%
TOTAL REVENUES	249 097 916	251 963 530	(2 865 614)	(1.1)%
Operating expenses	222 864 158	227 632 075	(4 767 917)	(2.1)%
Other nonoperating expenses	17 707 418	23 976 915	(6 269 497)	(26.1)%
TOTAL EXPENSES	240 571 576	251 608 990	(11 037 414)	(4.4)%
Transfers	-	-	-	- %
CHANGE IN NET POSITION	8 526 340	354 540	8 171 800	2304.9%
Beginning net position	41 351 615	40 997 075	354 540	0.9%
ENDING NET POSITION	\$ 49 877 955	\$ 41 351 615	\$ 8 526 340	20.6%

Condensed statements of revenues, expenses, and changes in net position highlights are as follows:

- Operating revenues decreased by approximately \$3.2 million from 2017 to 2018, as a result of an approximate \$5.7 million decrease in power sales from the Cambridge Project and an approximate \$2.5 million increase in power sales from the RPSA Fund. Accordingly, the operating expense decrease of approximately \$4.8 million from 2017 to 2018 resulted primarily from a decrease in purchased power costs of approximately \$5.1 million and an increase in operations and maintenance of approximately \$300 thousand.
- Other nonoperating revenues increased due to the Agency holding additional types of investments, resulting in additional interest and investment income.
- Other nonoperating expenses decreased approximately \$6.3 million, due entirely to a decrease in refunds paid to member cities.

SAM RAYBURN MUNICIPAL POWER AGENCY
Management's Discussion and Analysis (Unaudited) - Continued

The following table summarizes the changes in net position of each major fund of the Agency for the years ended September 30, 2017 and 2016:

Condensed Statements of Revenues, Expenses, and Changes in Net Position

	RPSA		DOLLAR	PERCENTAGE
	2017	2016	CHANGE	CHANGE
Operating revenues, power sales	\$ 34 545 810	\$ 33 684 094	\$ 861 716	2.6%
Other nonoperating revenues	228 074	130 543	97 531	74.7%
TOTAL REVENUES	34 773 884	33 814 637	959 247	8.8%
Operating expenses	20 577 821	19 133 803	1 444 018	7.5%
Other nonoperating expenses	10 016 386	11 840 532	(1 824 146)	(15.4)%
TOTAL EXPENSES	30 594 207	30 974 335	(380 128)	(1.2)%
Transfers	1 850 987	2 725 236	(874 249)	(32.1)%
CHANGE IN NET POSITION	6 030 664	5 565 538	465 126	8.4%
Beginning net position	10 364 602	7 559 938	2 804 664	37.1%
Prior period adjustment	-	(2 760 874)	2 760 874	(100.0)%
Beginning net position, restated	10 364 602	4 799 064	5 565 538	116.0%
ENDING NET POSITION	\$ 16 395 266	\$ 10 364 602	\$ 6 030 664	58.2%

	CAMBRIDGE		DOLLAR	PERCENTAGE
	2017	2016	CHANGE	CHANGE
Operating revenues, power sales	\$ 217 071 641	\$ 208 467 290	\$ 8 604 351	4.1%
Other nonoperating revenues	118 005	104 458	13 547	13.0%
TOTAL REVENUES	217 189 646	208 571 748	8 617 898	4.1%
Operating expenses	207 054 254	194 589 541	12 464 713	6.4%
Other nonoperating expenses	13 960 529	7 500 000	6 460 529	86.1%
TOTAL EXPENSES	221 014 783	202 089 541	18 925 242	9.4%
Transfers	(1 850 987)	(2 725 236)	874 249	(32.1)%
CHANGE IN NET POSITION	(5 676 124)	3 756 971	(9 433 095)	(251.1)%
Beginning net position	30 632 473	26 875 502	3 756 971	14.0%
Prior period adjustment	-	-	-	- %
Beginning net position, restated	30 632 473	26 875 502	3 756 971	14.0%
ENDING NET POSITION	\$ 24 956 349	\$ 30 632 473	\$ (5 676 124)	(18.5)%

	TOTALS		DOLLAR	PERCENTAGE
	2017	2016	CHANGE	CHANGE
Operating revenues, power sales	\$ 251 617 451	\$ 242 151 384	\$ 9 466 067	3.9%
Other nonoperating revenues	346 079	235 001	111 078	47.3%
TOTAL REVENUES	251 963 530	242 386 385	9 577 145	4.0%
Operating expenses	227 632 075	213 723 344	13 908 731	6.5%
Other nonoperating expenses	23 976 915	19 340 532	4 636 383	24.0%
TOTAL EXPENSES	251 608 990	233 063 876	18 545 114	8.0%
Transfers	-	-	-	- %
CHANGE IN NET POSITION	354 540	9 322 509	(8 967 969)	(96.2)%
Beginning net position	40 997 075	34 435 440	6 561 635	19.1%
Prior period adjustment	-	(2 760 874)	2 760 874	(100.0)%
Beginning net position, restated	40 997 075	31 674 566	9 322 509	29.4%
ENDING NET POSITION	\$ 41 351 615	\$ 40 997 075	\$ 354 540	0.9%

SAM RAYBURN MUNICIPAL POWER AGENCY
Management's Discussion and Analysis (Unaudited) - Continued

Condensed statements of revenues, expenses, and changes in net position highlights are as follows:

- Operating revenues increased by approximately \$9.5 million from 2016 to 2017 primarily as a result of an approximate \$8.6 million increase in power sales from the Cambridge Project. The RPSA funds power sales increased by approximately \$862 thousand. Accordingly, the operating expense increase of approximately \$13.9 million from 2016 to 2017 resulted primarily from an increase in purchased power costs of approximately \$15.8 million and a decrease in outside services of approximately \$1.5 million.
- Other nonoperating revenues increased due to the Agency holding additional types of investments, resulting in additional interest and investment income.
- Other nonoperating expenses increased approximately \$4.6 million, primarily as a result of an increase in refunds paid to member cities of approximately \$4.3 million.

Capital Asset and Debt Administration

As of September 30, 2018, the Agency had net capital assets of approximately \$13.2 million, which consisted primarily of hydro-electric plant, substations, and lines. Refer to Note 2 for detail of activity.

As of September 30, 2018, the Agency had total debt outstanding of approximately \$55.3 million. Refer to Note 5 for detail of activity.

Requests for Information

This financial report is provided as an overview of the Agency's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be directed to the office of the Executive Director, Sam Rayburn Municipal Power Agency, P. O. Box 10047, 340 Main Street, Liberty, Texas 77575.

FINANCIAL STATEMENTS

SAM RAYBURN MUNICIPAL POWER AGENCY
STATEMENTS OF NET POSITION
September 30, 2018

	RPSA FUND 2018	CAMBRIDGE FUND 2018	TOTAL 2018
Noncurrent Assets:			
Requirements power supply agreement, net - Value of contract with Entergy	\$ 7 711 376	\$ -	\$ 7 711 376
Capital Assets:			
Electric plant	21 956 269	-	21 956 269
Substations and lines	25 269 387	-	25 269 387
Furniture and fixtures	2 195	-	2 195
Less accumulated depreciation	(34 098 841)	-	(34 098 841)
TOTAL CAPITAL ASSETS, NET	13 129 010	-	13 129 010
Restricted Assets:			
Cash and cash equivalents	29 093 086	-	29 093 086
Marketable securities, at fair value	6 509 627	-	6 509 627
TOTAL RESTRICTED ASSETS	35 602 713	-	35 602 713
TOTAL NONCURRENT ASSETS	56 443 099	-	56 443 099
Current Unrestricted Assets:			
Cash and cash equivalents	1 034 723	6 887 841	7 922 564
Cash and cash equivalents - Reserved	-	7 126 585	7 126 585
Marketable securities, at fair value	-	6 684 755	6 684 755
Accounts receivable	3 589 125	17 492 756	21 081 881
Due from other fund	185 615	-	185 615
Prepaid expenses	60 246	-	60 246
TOTAL CURRENT UNRESTRICTED ASSETS	4 869 709	38 191 937	43 061 646
TOTAL ASSETS	61 312 808	38 191 937	99 504 745
Deferred Outflows:			
Cost of debt issued in excess of debt refunded	18 219 430	-	18 219 430
Costs to be recovered from future revenues	5 125 358	4 689 513	9 814 871
Other deferred outflows	687 195	-	687 195
TOTAL DEFERRED OUTFLOWS	24 031 983	4 689 513	28 721 496
TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 85 344 791	\$ 42 881 450	\$ 128 226 241
Liabilities:			
Long-term debt, net of current portion	\$ 42 460 000	\$ -	\$ 42 460 000
Current Liabilities:			
Accounts payable from unrestricted assets	303 142	16 928 615	17 231 757
Due to other fund	-	185 615	185 615
Current Liabilities from Restricted Assets:			
Accounts payable	1 293 757	-	1 293 757
Accrued interest payable	1 382 258	-	1 382 258
Current portion of long-term debt	12 830 000	-	12 830 000
TOTAL CURRENT LIABILITIES FROM RESTRICTED ASSETS	15 506 015	-	15 506 015
TOTAL CURRENT LIABILITIES	15 809 157	17 114 230	32 923 387
Deferred Inflows:			
Bond premium	2 277 704	-	2 277 704
Other deferred inflows	687 195	-	687 195
TOTAL DEFERRED INFLOWS	2 964 899	-	2 964 899
TOTAL CURRENT LIABILITIES AND DEFERRED INFLOWS	18 774 056	17 114 230	35 888 286
Net Position:			
Net investment in capital assets	(13 382 530)	4 689 513	(8 693 017)
Restricted assets net of related liabilities	32 926 698	-	32 926 698
Unrestricted assets net of related liabilities	4 566 567	21 077 707	25 644 274
TOTAL NET POSITION	24 110 735	25 767 220	49 877 955
TOTAL LIABILITIES AND NET POSITION	\$ 85 344 791	\$ 42 881 450	\$ 128 226 241

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY
STATEMENTS OF NET POSITION
September 30, 2017

	RPSA FUND 2017	CAMBRIDGE FUND 2017	TOTAL 2017
Noncurrent Assets:			
Requirements power supply agreement, net - Value of contract with Entergy	\$ 10 311 968	\$ -	\$ 10 311 968
Capital Assets:			
Electric plant	21 956 269	-	21 956 269
Substations and lines	23 119 695	-	23 119 695
Furniture and fixtures	2 195	-	2 195
Less accumulated depreciation	(32 889 196)	-	(32 889 196)
TOTAL CAPITAL ASSETS, NET	12 188 963	-	12 188 963
Restricted Assets:			
Cash and cash equivalents	21 150 802	-	21 150 802
Marketable securities, at fair value	12 314 477	-	12 314 477
TOTAL RESTRICTED ASSETS	33 465 279	-	33 465 279
TOTAL NONCURRENT ASSETS	55 966 210	-	55 966 210
Current Unrestricted Assets:			
Cash and cash equivalents	698 459	4 531 786	5 230 245
Cash and cash equivalents - Reserved	-	6 931 665	6 931 665
Marketable securities, at fair value	-	6 743 760	6 743 760
Accounts receivable	4 146 102	16 525 650	20 671 752
Due from other fund	-	42 897	42 897
Prepaid expenses	51 369	-	51 369
TOTAL CURRENT UNRESTRICTED ASSETS	4 895 930	34 775 758	39 671 688
TOTAL ASSETS	60 862 140	34 775 758	95 637 898
Deferred Outflows:			
Cost of debt issued in excess of debt refunded	23 679 922	-	23 679 922
Costs to be recovered from future revenues	6 189 588	4 950 042	11 139 630
Other deferred outflows	687 195	-	687 195
TOTAL DEFERRED OUTFLOWS	30 556 705	4 950 042	35 506 747
TOTAL ASSETS AND DEFERRED OUTFLOWS	\$ 91 418 845	\$ 39 725 800	\$ 131 144 645
Liabilities:			
Long-term debt, net of current portion	\$ 55 290 000	\$ -	\$ 55 290 000
Current Liabilities:			
Accounts payable from unrestricted assets	188 404	14 769 451	14 957 855
Due to other fund	42 897	-	42 897
Current Liabilities from Restricted Assets:			
Accounts payable	1 193 465	-	1 193 465
Accrued interest payable	1 687 633	-	1 687 633
Current portion of long-term debt	12 215 000	-	12 215 000
TOTAL CURRENT LIABILITIES FROM RESTRICTED ASSETS	15 096 098	-	15 096 098
TOTAL CURRENT LIABILITIES	15 327 399	14 769 451	30 096 850
Deferred Inflows:			
Bond premium	3 718 985	-	3 718 985
Other deferred inflows	687 195	-	687 195
TOTAL DEFERRED INFLOWS	4 406 180	-	4 406 180
TOTAL CURRENT LIABILITIES AND DEFERRED INFLOWS	19 733 579	14 769 451	34 503 030
Net Position:			
Net investment in capital assets	(18 853 544)	4 950 042	(13 903 502)
Restricted assets net of related liabilities	30 584 181	-	30 584 181
Unrestricted assets net of related liabilities	4 664 629	20 006 307	24 670 936
TOTAL NET POSITION	16 395 266	24 956 349	41 351 615
TOTAL LIABILITIES AND NET POSITION	\$ 91 418 845	\$ 39 725 800	\$ 131 144 645

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
For the Year Ended September 30, 2018

	RPSA FUND 2018	CAMBRIDGE FUND 2018	TOTAL 2018
Operating revenues	\$ 37 063 349	\$ 211 394 373	\$ 248 457 722
Operating Expenses:			
Purchased power	16 253 738	196 095 883	212 349 621
Operations and maintenance	1 348 973	-	1 348 973
General and administrative	406 122	259	406 381
Outside services	320 326	4 628 620	4 948 946
Depreciation and amortization	3 810 237	-	3 810 237
TOTAL OPERATING EXPENSES	<u>22 139 396</u>	<u>200 724 762</u>	<u>222 864 158</u>
OPERATING INCOME	<u>14 923 953</u>	<u>10 669 611</u>	<u>25 593 564</u>
Nonoperating Revenues (Expenses):			
Interest and investment income	369 456	270 738	640 194
Interest expense	(2 764 500)	-	(2 764 500)
Amortization of bond premium	1 441 281	-	1 441 281
Refunds and distributions to Members	(1 598 948)	(8 000 000)	(9 598 948)
Amortization of the cost of debt issued in excess of debt refunded	(4 421 803)	-	(4 421 803)
Costs to be recovered from future revenues	(2 102 919)	(260 529)	(2 363 448)
TOTAL NONOPERATING REVENUES (EXPENSES)	<u>(9 077 433)</u>	<u>(7 989 791)</u>	<u>(17 067 224)</u>
TRANSFERS	<u>1 868 949</u>	<u>(1 868 949)</u>	<u>-</u>
CHANGE IN NET POSITION	7 715 469	810 871	8 526 340
Total net position, beginning of year	<u>16 395 266</u>	<u>24 956 349</u>	<u>41 351 615</u>
TOTAL NET POSITION, END OF YEAR	<u>\$ 24 110 735</u>	<u>\$ 25 767 220</u>	<u>\$ 49 877 955</u>

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
For the Year Ended September 30, 2017

	RPSA FUND 2017	CAMBRIDGE FUND 2017	TOTAL 2017
Operating revenues	\$ 34 545 810	\$ 217 071 641	\$ 251 617 451
Operating Expenses:			
Purchased power	15 193 644	202 337 765	217 531 409
Operations and maintenance	1 011 361	-	1 011 361
General and administrative	302 438	804	303 242
Outside services	229 351	4 715 685	4 945 036
Depreciation and amortization	3 841 027	-	3 841 027
TOTAL OPERATING EXPENSES	<u>20 577 821</u>	<u>207 054 254</u>	<u>227 632 075</u>
OPERATING INCOME	<u>13 967 989</u>	<u>10 017 387</u>	<u>23 985 376</u>
Nonoperating Revenues (Expenses):			
Interest and investment income	228 074	118 005	346 079
Interest expense	(3 375 250)	-	(3 375 250)
Amortization of bond premium	1 739 124	-	1 739 124
Refunds and distributions to Members	(2 208 694)	(13 700 000)	(15 908 694)
Amortization of the cost of debt issued in excess of debt refunded	(5 278 112)	-	(5 278 112)
Costs to be recovered from future revenues	<u>(893 454)</u>	<u>(260 529)</u>	<u>(1 153 983)</u>
TOTAL NONOPERATING REVENUES (EXPENSES)	<u>(9 788 312)</u>	<u>(13 842 524)</u>	<u>(23 630 836)</u>
TRANSFERS	<u>1 850 987</u>	<u>(1 850 987)</u>	<u>-</u>
CHANGE IN NET POSITION	6 030 664	(5 676 124)	354 540
Total net position, beginning of year	<u>10 364 602</u>	<u>30 632 473</u>	<u>40 997 075</u>
TOTAL NET POSITION, END OF YEAR	<u>\$ 16 395 266</u>	<u>\$ 24 956 349</u>	<u>\$ 41 351 615</u>

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY
STATEMENTS OF CASH FLOWS
For the Year Ended September 30, 2018

	RPSA FUND 2018	CAMBRIDGE FUND 2018	TOTAL 2018
Cash Flows from Operating Activities:			
Received from Members and participants	\$ 37 620 326	\$ 210 427 267	\$ 248 047 593
Payments to employees	(214 703)	-	(214 703)
Payments to suppliers	(17 908 303)	(198 565 598)	(216 473 901)
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>19 497 320</u>	<u>11 861 669</u>	<u>31 358 989</u>
Cash Flows from Noncapital Financing Activities:			
Increase (decrease) in due to other fund	(228 512)	228 512	-
Operating transfers in (out)	1 868 949	(1 868 949)	-
Refunds and distributions to Members	(1 598 948)	(8 000 000)	(9 598 948)
NET CASH PROVIDED (USED) BY NONCAPITAL FINANCING ACTIVITIES	<u>41 489</u>	<u>(9 640 437)</u>	<u>(9 598 948)</u>
Cash Flows from Capital and Related Financing Activities:			
Principal paid on bonds	(12 215 000)	-	(12 215 000)
Payment of interest	(3 069 875)	-	(3 069 875)
NET CASH USED BY CAPITAL AND RELATED FINANCING ACTIVITIES	<u>(15 284 875)</u>	<u>-</u>	<u>(15 284 875)</u>
Cash Flows from Investing Activities:			
Purchases of substations and lines	(2 149 692)	-	(2 149 692)
Net proceeds (purchases) from marketable securities transactions	5 804 850	59 005	5 863 855
Payment for charges deferred to be recovered	-	-	-
Interest and investment income	369 456	270 738	640 194
NET CASH PROVIDED BY INVESTING ACTIVITIES	<u>4 024 614</u>	<u>329 743</u>	<u>4 354 357</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	8 278 548	2 550 975	10 829 523
Cash and cash equivalents at beginning of year	21 849 261	11 463 451	33 312 712
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 30 127 809</u>	<u>\$ 14 014 426</u>	<u>\$ 44 142 235</u>
Cash Components:			
Cash and cash equivalents	\$ 1 034 723	\$ 6 887 841	\$ 7 922 564
Cash and cash equivalents - reserved	-	7 126 585	7 126 585
Restricted cash and cash equivalents	29 093 086	-	29 093 086
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 30 127 809</u>	<u>\$ 14 014 426</u>	<u>\$ 44 142 235</u>
Cash Flows from Operating Activities:			
Operating income	\$ 14 923 953	\$ 10 669 611	\$ 25 593 564
Adjustments to Reconcile Operating Income to Net Cash Provided by Operating Activities:			
Depreciation and amortization	3 810 237	-	3 810 237
Changes in Assets and Liabilities:			
Accounts receivable	556 977	(967 106)	(410 129)
Prepaid expenses - Unrestricted assets	(8 877)	-	(8 877)
Accounts payable - Restricted assets	100 292	-	100 292
Accounts payable - Unrestricted assets	114 738	2 159 164	2 273 902
TOTAL ADJUSTMENTS	<u>4 573 367</u>	<u>1 192 058</u>	<u>5 765 425</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 19 497 320</u>	<u>\$ 11 861 669</u>	<u>\$ 31 358 989</u>

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY
STATEMENTS OF CASH FLOWS
For the Year Ended September 30, 2017

	RPSA FUND 2017	CAMBRIDGE FUND 2017	TOTAL 2017
Cash Flows from Operating Activities:			
Received from Members and participants	\$ 34 543 832	\$ 218 866 898	\$ 253 410 730
Payments to employees	(233 482)	-	(233 482)
Payments to suppliers	(17 367 880)	(208 120 744)	(225 488 624)
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>16 942 470</u>	<u>10 746 154</u>	<u>27 688 624</u>
Cash Flows from Noncapital Financing Activities:			
Increase (decrease) in due to other fund	236 351	(236 351)	-
Operating transfers in (out)	1 850 987	(1 850 987)	-
Refunds and distributions to Members	(2 208 694)	(13 700 000)	(15 908 694)
NET CASH USED BY NONCAPITAL FINANCING ACTIVITIES	<u>(121 356)</u>	<u>(15 787 338)</u>	<u>(15 908 694)</u>
Cash Flows from Capital and Related Financing Activities:			
Principal paid on bonds	(11 565 000)	-	(11 565 000)
Payment of interest	(3 664 372)	-	(3 664 372)
NET CASH USED BY CAPITAL AND RELATED FINANCING ACTIVITIES	<u>(15 229 372)</u>	<u>-</u>	<u>(15 229 372)</u>
Cash Flows from Investing Activities:			
Purchases of substations and lines	(1 801 638)	-	(1 801 638)
Net proceeds (purchases) from marketable securities transactions	2 714 086	6 036 842	8 750 928
Payment for charges deferred to be recovered	(73 702)	-	(73 702)
Interest and investment income	228 074	118 005	346 079
NET CASH PROVIDED BY INVESTING ACTIVITIES	<u>1 066 820</u>	<u>6 154 847</u>	<u>7 221 667</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	2 658 562	1 113 663	3 772 225
Cash and cash equivalents at beginning of year	19 190 699	10 349 788	29 540 487
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 21 849 261</u>	<u>\$ 11 463 451</u>	<u>\$ 33 312 712</u>
Cash Components:			
Cash and cash equivalents	\$ 698 459	\$ 4 531 786	\$ 5 230 245
Cash and cash equivalents - reserved	-	6 931 665	6 931 665
Restricted cash and cash equivalents	21 150 802	-	21 150 802
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 21 849 261</u>	<u>\$ 11 463 451</u>	<u>\$ 33 312 712</u>
Cash Flows from Operating Activities:			
Operating income	\$ 13 967 989	\$ 10 017 387	\$ 23 985 376
Adjustments to Reconcile Operating Income to Net Cash Provided by Operating Activities:			
Depreciation and amortization	3 841 027	-	3 841 027
Changes in Assets and Liabilities:			
Accounts receivable	(1 978)	1 795 257	1 793 279
Prepaid expenses - Unrestricted assets	(21 807)	-	(21 807)
Accounts payable - Restricted assets	(575 077)	(137 026)	(712 103)
Accounts payable - Unrestricted assets	(267 684)	(929 464)	(1 197 148)
TOTAL ADJUSTMENTS	<u>2 974 481</u>	<u>728 767</u>	<u>3 703 248</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 16 942 470</u>	<u>\$ 10 746 154</u>	<u>\$ 27 688 624</u>

The accompanying notes are an integral part of these financial statements.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Operation

Sam Rayburn Municipal Power Agency (the "Agency") was created in October 1979 by concurrent ordinances of the Texas cities of Jasper, Liberty and Livingston (the "Members") pursuant to Chapter 166, Acts of the 63rd Legislature of Texas, Regular Session, 1973 as amended by Chapter 143, Acts of the 64th Legislature, Regular Session, 1975, now codified at Utilities Code Section 163.001, *et seq.* (Vernon) (the "Act"). Under the provisions of the Act, the Agency is a separate municipal corporation, a political subdivision of the state, and body politic and corporate.

The Agency was created to act on behalf of the Members for the purpose of supplying the energy needs of its Members and participants including the Vinton Public Power Authority ("VPPA"), a Louisiana political subdivision created by the Town of Vinton, Louisiana.

In 1980, the Agency executed a Joint Ownership Participation and Operating Agreement to acquire a 20% undivided ownership interest in Nelson Coal Unit No. 6, a 550 megawatt coal-fired steam electric generating unit located near the Houston River near Westlake, Louisiana constructed by Gulf States Utilities Company ("Gulf States"), which became a wholly-owned subsidiary of Entergy Corporation in 1994. In November 1998, the Agency sold its 20% interest in the Nelson Coal Unit No. 6 and exited the generation business. On November 1, 1998, the Agency entered into a Requirements Power Supply Agreement (the "RPSA") with Entergy Power Marketing Corp. (EPMC), which is now EWO Marketing, L.P. ("EWOM"). The RPSA allows the Agency to purchase its power requirements at a fixed price sufficient to service the retail loads and normal load growth of the Members it currently serves under the terms of its existing contracts until September 30, 2021 (Notes 6 and 7). There are additional contractual arrangements for power supply as further discussed in Note 7.

During 2002, VPPA and the Agency entered into a participation exit agreement in conjunction with the Agency's refunding of outstanding bonds (Note 5). In consideration of the payment of \$15,778,548 by VPPA, along with the assignment of certain power supply resources, the power sales agreement between the VPPA and the Agency was terminated. The payment of \$15,778,548 was placed into an escrow account and used to defease the 1993 bonds (Note 5).

In June 1985, the Agency entered into an agreement with the United States of America whereby the U.S. Army Corps of Engineers constructed a facility consisting of two hydroelectric generating units totaling eight nameplate megawatts at Town Bluff Dam on the Neches River (the Robert Douglas Willis Hydro Project). In return, the Agency entered into a fifty-year purchasing agreement with the Southwestern Power Administration of the U.S. Department of Energy effective December 1, 1989, to purchase the power generated by the Robert Douglas Willis Hydro Project at rates that will cover the cost of operating and maintaining the generating system. In addition, the Agency as a member of the Sam Rayburn Dam Electric Cooperative ("SRDEC") receives approximately 30% of the hydro-electric power output from the Corps of Engineers fifty-two megawatt Sam Rayburn Dam located on the Angelina River near Jasper, Texas under contract with Southwestern Power Administration.

In December, 2011, the Agency finalized the "Cambridge Project", which allowed it to enter into contractual power supply and purchase arrangements with Entergy operating companies and Entergy affiliates. It also resulted in the Agency obtaining a supplemental arrangement to the afore-mentioned RPSA. This resulted in the Agency being able to obtain new wholesale loads and provide firm power supply for its Member cities. The Cambridge Project is further explained in Note 7.

Basis of Accounting

The Agency follows the Federal Energy Regulatory Commission's Uniform System of Accounts and maintains accounting records on an accrual basis in accordance with U.S. generally accepted accounting principles, including the application of Financial Accounting Standards Board Codification Section 980 (formerly SFAS No. 71), *Accounting for the Effect of Certain Types of Regulation*, as it relates to the deferral of revenues and expenses to future periods in which the revenues are earned or the expenses are recovered through the rate-making process.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

The Agency complies with all applicable pronouncements of the Governmental Accounting Standards Board (GASB). In accordance with GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 1989 FASB and AICPA Pronouncements*, the Agency has adopted the option to apply Financial Accounting Standards Board (FASB) statements and interpretations that do not conflict with or contradict GASB pronouncements.

Funds

In years prior to fiscal year 2012, the Agency utilized only one proprietary fund, which is designated in the financial statements as the "RPSA" fund. This fund has been and will continue to be utilized for all financial transactions associated with operations of the Agency under the *Required Power Supply Agreement* with EWOM and the hydro-electric power agreements discussed in Notes 1 and 6. The Agency's long-term debt is required to be recorded in and serviced from this fund. This fund is reported as a major fund.

During the year ended September 30, 2012, the Board of Directors approved the "Cambridge" fund. This proprietary fund is used to account for the operations of the Cambridge Project, which was implemented in fiscal year 2012 and is further explained in Note 7. This fund is reported as a major fund.

Capital Assets

Capital assets are recorded at cost, including capitalized interest on borrowed funds during construction. The cost of property and equipment is depreciated using the straight-line method over the estimated useful lives of the related assets. The cost of electrical plants and related equipment are depreciated over 30 to 34 years. Depreciation expense for the years ended September 30, 2018 and 2017 was approximately \$1,210,000 and \$1,240,000, respectively.

Capitalized Interest

The Agency capitalizes interest in connection with debt to finance major construction projects. The capitalized interest is recorded as part of the asset to which it relates and is amortized over the asset's estimated useful life. The Agency did not have any capitalized interest for the years ended September 30, 2018 and 2017.

Restricted and/or Reserved Cash and Cash Equivalents

The Agency's bond resolution requires the segregation of bond proceeds and prescribes the application of the Agency's revenues. Amounts classified as restricted cash and cash equivalents on the Statements of Net Position for the RPSA Fund represent cash and cash equivalents whose use is restricted by the bond resolution. Reserved cash in the Cambridge Fund represents amounts internally-reserved by action of the Board of Directors pursuant to an agreement with VPPA (Note 7).

Accounts Receivable and Revenue Recognition

Accounts receivable consist primarily of billings for power supplied to Members and Customers. No allowance for doubtful accounts has been provided because management considers all amounts to be fully collectible. The Agency recognizes revenue on sales when the electricity is provided to and used by the Members and Customers.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Cost of Debt Issued in Excess of Debt Refunded and Costs to be Recovered from Future Revenues

The Agency meets the criteria and, accordingly, follows the reporting and accounting requirements of Financial Accounting Standards Board Codification Section 980 (ASC 980). Pursuant to ASC 980, certain costs, primarily depreciation of property and equipment and the amortization of the cost of debt issued in excess of debt refunded, do not require current funding and are not included as costs in the determination of current rates. To the extent that these costs will be recovered through future rates, the Agency defers these costs. Cost of debt in excess of debt refunded is amortized under the provisions of ASC 980 utilizing a regulatory method based on the bonds outstanding method over the life of the related bond issue. Other costs to be recovered from future revenues are either amortized by this same method or they are amortized based on the straight-line method. The Agency's management makes an annual assessment of the continued application of ASC 980 and the ability of the Agency to recover these deferred costs in future rates.

Bond Premium

The premium on the 2012 bonds is amortized using the effective interest method over the life of the bond issue. Premium amortization is required by generally accepted accounting principles to be recognized as a component of interest expense. Amortization approximated \$1,441,000 and \$1,739,000 in fiscal years 2018 and 2017, respectively.

Cash Flows

For purposes of the statements of cash flows, cash and cash equivalents include cash on hand, certificates of deposit, and money market accounts for both restricted/reserved and unrestricted/unreserved assets.

Rates

Rates and charges for providing wholesale power supply are reviewed and adopted by the Agency's board of directors. Power supply services by the Agency are not subject to state or federal regulation.

Operating and Non-Operating Expenses

The Agency distinguishes between operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with the Agency's principal operations. The principal operating revenues of the Agency are charges to Members and participants for sales and services. Operating expenses for the Agency include costs of sales and services, general and administrative services, and depreciation of capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Income Taxes

As a political subdivision of the State of Texas, any income of the Agency is exempt from federal and state income tax under the controlling laws and regulations.

Marketable Securities

GASB Statement No. 72 (GASB No. 72), *Fair Value Measurement and Application*, requires investments to be reported at fair value based upon an established hierarchy of inputs. The Agency therefore reports marketable securities held at year-end at fair value. GASB Statement No. 31 (GASB No. 31), *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, requires any changes in fair value during the period to be reported as income. The Agency therefore reports any changes in fair value of marketable securities held during the year in interest and investment income. See Note 3 for additional information.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Use of Estimates

Management uses estimates and assumptions in preparing these financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from those estimates.

Refunds and Distributions to Member Cities

In accordance with the 2012 bond indenture of trust, if the Agency meets its covenant of net revenues being greater than 1.2 times the aggregate debt service requirements, Member cities are eligible to receive a refund from the RPSA fund of certain amounts contained in the refund account held by the Bank of New York. Refunds during the years ended September 30, 2018 and 2017 amounted to approximately \$1,599,000 and \$2,209,000, respectively.

As further explained in Note 7, the Cambridge fund provides additional resources to the Member cities. The Agency has made distributions from the Cambridge fund to the Member cities amounting to \$8,000,000 and \$13,700,000 during the years ended September 30, 2018 and 2017, respectively. The Agency accounts for the distributions as non-operating expenses on the accompanying statement of revenue and expenses.

Deferred Inflows and Outflows

In addition to assets, the statement of financial position reports a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position or fund balance that applies to a future period(s) and thus, will not be recognized as an outflow of resources (expense/expenditure) until then.

In addition to liabilities, the statement of financial position reports a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position or fund balance that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time.

Subsequent Events

Management has evaluated subsequent events through February 19, 2019, the date the financial statements were available to be issued. See Note 11.

NOTE 2 - CAPITAL ASSETS

Capital assets activity was as follows:

2018	BALANCE 10/01/2017	ADDITIONS	DELETIONS	BALANCE 09/30/2018
Capital Assets Being Depreciated:				
Hydroelectric plant	\$ 21 956 269	\$ -	\$ -	\$ 21 956 269
Substations and transmission	23 119 695	2 149 692	-	25 269 387
Furniture and fixtures	2 195	-	-	2 195
TOTAL CAPITAL ASSETS BEING DEPRECIATED	45 078 159	2 149 692	-	47 227 851
Less accumulated depreciation for assets in service	(32 889 196)	(1 209 645)	-	(34 098 841)
TOTAL CAPITAL ASSETS, NET	\$ 12 188 963	\$ 940 047	\$ -	\$ 13 129 010

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 2 - CAPITAL ASSETS - CONTINUED

Included in substations and transmission capital assets is equipment totaling \$1,466,421, which was declared as surplus property during fiscal year 2017. This equipment is fully depreciated, and is expected to be sold in the future.

2017	BALANCE 10/31/2016	ADDITIONS	DELETIONS	BALANCE 09/30/2017
Capital Assets Being Depreciated:				
Hydroelectric plant	\$ 21 956 269	\$ -	\$ -	\$ 21 956 269
Substations and transmission	21 318 057	1 801 638	-	23 119 695
Furniture and fixtures	2 195	-	-	2 195
TOTAL CAPITAL ASSETS BEING DEPRECIATED	43 276 521	1 801 638	-	45 078 159
Less accumulated depreciation for assets in service	(31 648 761)	(1 240 435)	-	(32 889 196)
TOTAL CAPITAL ASSETS, NET	\$ 11 627 760	\$ 561 203	\$ -	\$ 12 188 963

In 1989, the Agency purchased substations, which included the related equipment belonging to each Member. The associated substation of each Member was leased back to the Member for an initial lease term of 10 years at a nominal rate of \$10 per year. At any time, the Members may repurchase the substations from the Agency at the original amount paid plus capital improvements made by the Agency, less the accumulated depreciation on such assets.

NOTE 3 - CASH, CASH EQUIVALENTS, AND INVESTMENTS

The bond resolution, under which the 2012 Revenue Bonds were issued, provides for the creation and maintenance of certain funds and accounts. The funds and accounts consist principally of deposits and investments in accordance with the bond resolution and applicable state law including the Public Funds Investment Act, Texas Government Code 2256. The aggregate amount of assets in each of the Agency's funds and accounts is as follows:

	SEPTEMBER 30, 2018		
UNRESTRICTED FUNDS	RPSA FUND	CAMBRIDGE FUND	TOTAL
Held by Agency:			
Demand Deposit Accounts	\$ 734 723	\$ -	\$ 734 723
Certificates of Deposit	300 000	-	300 000
Cash management fund	-	14 014 426	14 014 426
Marketable securities	-	6 684 755	6 684 755
	\$ 1 034 723	\$ 20 699 181	\$ 21 733 904
RESTRICTED FUNDS			
Held by the Agency:			
Cash management fund	\$ -	\$ -	\$ -
Demand Deposit Account	-	-	-
	\$ -	\$ -	\$ -
Held by the Trustee:			
Revenue Fund Account	\$ 52 454	\$ -	\$ 52 454
Operating Reserve Fund Account	2 529 787	-	2 529 787
Bond Fund Debt Service Account	14 344 702	-	14 344 702
Bond Fund Reserve Account	12 586 916	-	12 586 916
Rate Stabilization Account	1 620 414	-	1 620 414
Operating Fund Account	1 061 797	-	1 061 797
Bond Escrow Fund Account	-	-	-
Rebate Fund	-	-	-
Refund Fund Account	3 406 643	-	3 406 643
TOTAL	\$ 35 602 713	\$ -	\$ 35 602 713
Restricted Funds are Comprised of:			
Cash and cash equivalents	\$ 29 093 086	\$ -	\$ 29 093 086
Marketable securities, at fair value	6 509 627	-	6 509 627
	\$ 35 602 713	\$ -	\$ 35 602 713

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 3 - CASH, CASH EQUIVALENTS AND INVESTMENTS - CONTINUED

		SEPTEMBER 30, 2017		
UNRESTRICTED FUNDS		RPSA FUND	CAMBRIDGE FUND	TOTAL
Held by Agency:				
Demand Deposit Accounts	\$	398 459	\$ -	\$ 398 459
Certificates of Deposit		300 000	-	300 000
Cash management fund		-	11 463 451	11 463 451
Marketable securities		-	6 743 760	6 743 760
	\$	<u>698 459</u>	\$ <u>18 207 211</u>	\$ <u>18 905 670</u>
RESTRICTED FUNDS				
Held by the Agency:				
Cash management fund	\$	-	\$ -	\$ -
Demand Deposit Account		131 752	-	131 752
	\$	<u>131 752</u>	\$ <u>-</u>	\$ <u>131 752</u>
Held by the Trustee:				
Revenue Fund Account	\$	-	\$ -	\$ -
Operating Reserve Fund Account		2 448 411	-	2 448 411
Bond Fund Debt Service Account		13 939 850	-	13 939 850
Bond Fund Reserve Account		12 723 543	-	12 723 543
Rate Stabilization Account		1 613 788	-	1 613 788
Operating Fund Account		1 008 987	-	1 008 987
Bond Escrow Fund Account		-	-	-
Rebate Fund		-	-	-
Refund Fund Account		1 598 948	-	1 598 948
TOTAL	\$	<u>33 333 527</u>	\$ <u>-</u>	\$ <u>33 333 527</u>
Restricted Funds are Comprised of:				
Cash and cash equivalents	\$	21 150 802	\$ -	\$ 21 150 802
Marketable securities, at fair value		12 314 477	-	12 314 477
	\$	<u>33 465 279</u>	\$ <u>-</u>	\$ <u>33 465 279</u>

Interest rate risk is the risk that the fair value of investments will be adversely affected by a change in interest rates. The Agency's investment policy requires that funds are generally invested to match the anticipated cash flow and all accounts have a specified maximum maturity for investments. The majority of the Agency's funds are required to be invested for less than five years.

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Credit risk is measured using credit quality ratings of investments in debt securities as described by nationally recognized rating agencies such as Standard & Poor's and Moody's. The Agency's cash and cash equivalents held by the Trustee are comprised of cash management funds that are invested primarily in U.S. Treasury securities. The cash management funds held by the Agency are also invested primarily in U.S. Treasury securities. The Agency's marketable securities consist of U.S. Government-sponsored Agency obligations with original maturities of less than five years. As of September 30, 2018, these securities held credit ratings of Aaa from Moody's and AA+ from Standard & Poor's. The Agency's marketable securities also include corporate debt obligations with original maturities of five years or less.

Custodial credit risk is the risk that, in the event of the failure of the counterparty, the Agency will not be able to recover the value of the investments, collateral securities, or deposits that are in the possession of the counterparty. All demand deposits accounts and certificates of deposit accounts held by the Agency are in financial institutions insured by the Federal Deposit Insurance Corporation (FDIC). At September 30, 2018 and 2017, the Agency had approximately \$128,000 and \$127,000, respectively, of demand deposits that were not within the insurable limits established by the FDIC nor were they covered by pledged collateral.

Restricted assets held by the Trustee in the Bond Fund Debt Service Account and the Bond Fund Reserve Account are only available to meet the principal and interest payments on revenue bonds. Other assets held by the Trustee are available to meet the operating, operating reserve, and reserve and contingency requirements of its bond indenture agreements.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 3 - CASH, CASH EQUIVALENTS AND INVESTMENTS - CONTINUED

Fair Value Measurements

The Agency's investments are reported at fair value in the accompanying statements of net position. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Agency believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities, Level 1 measurements, and the lowest priority to measurements involving significant unobservable inputs, Level 3 measurements. The Agency uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Agency measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value; Level 3 inputs are only used when Level 1 or Level 2 inputs were not available.

The fair values for the Agency's investments for the years ended 2018 and 2017 are based on valuations from third party pricing services for identical or comparable assets which use observable inputs other than Level 1 inputs. Fair values of assets presented on the balance sheet measured on a recurring basis are as follows:

FAIR VALUE MEASUREMENTS AT REPORTING DATE USING				
APPROXIMATE QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS/ LIABILITIES (LEVEL 1)				
	APPROXIMATE FAIR VALUE		SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)
<u>September 30, 2018</u>				
U.S. Government Agencies and U.S. Government Sponsored Agencies	\$ 9 091 857	\$ -	\$ 9 091 857	\$ -
Corporate Debt Securities	4 102 525	-	4 102 525	-
TOTAL	<u>\$ 13 194 382</u>	<u>\$ -</u>	<u>\$ 13 194 382</u>	<u>\$ -</u>
<u>September 30, 2017</u>				
U.S. Government Agencies and U.S. Government Sponsored Agencies	\$ 9 172 110	\$ -	\$ 9 172 110	\$ -
Corporate Debt Securities	9 886 127	-	9 886 127	-
TOTAL	<u>\$ 19 058 237</u>	<u>\$ -</u>	<u>\$ 19 058 237</u>	<u>\$ -</u>

Approximate maturities for investments held at year-end are as follows:

	2018	2017
Due in one year or less	\$ 4 102 525	\$ 9 886 127
Due after one year but less than five years	9 091 857	9 172 110
Due after five years but less than ten years	-	-
Due after ten years	-	-
	<u>\$ 13 194 382</u>	<u>\$ 19 058 237</u>

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 4 - COST OF DEBT ISSUED IN EXCESS OF DEBT REFUNDED, COSTS TO BE RECOVERED FROM FUTURE REVENUES, AND OTHER DEFERRED OUTFLOWS AND INFLOWS

	SEPTEMBER 30,	
	2018	2017
Cost of debt issued in excess of debt refunded (Note 5)	\$ 46 365 237	\$ 46 365 237
Less accumulated amortization	(28 145 807)	(22 685 315)
	<u>\$ 18 219 430</u>	<u>\$ 23 679 922</u>

Costs to be recovered from future revenues are comprised of the following:

	SEPTEMBER 30,	
	2018	2017
Beaumont Avenue transformer major repair	\$ 148 186	\$ 202 072
Deferred depreciation on R.D. Willis hydroelectric plant	3 200 111	4 169 465
Advances to SRDEC for generating facilities at Sam Rayburn Dam (Note 8)	1 777 061	1 818 051
Transmission facilities upgrade by Entergy for MISO system - Cambridge Fund	4 689 513	4 950 042
	<u>\$ 9 814 871</u>	<u>\$ 11 139 630</u>

The Beaumont Avenue transformer major repair was incurred in fiscal year ended September 30, 2011 and is being amortized straight-line over a period of 10 years. Amortization was \$53,886 in fiscal years 2018 and 2017, respectively.

Depreciation on the R.D. Willis hydroelectric plant is being deferred based on regulatory accounting methods pursuant to FASB ASC 980 (formerly FAS 71). Deferrals will cease in 2021 when the 2012 bond issue is fully matured. Amortized deferrals were \$969,354 and \$888,192 in fiscal years 2018 and 2017, respectively.

Advances to SRDEC (Sam Rayburn Dam Electric Cooperative)(refer to Note 1) for generating facilities at Sam Rayburn Dam represent contributions by the Agency to fund replacement generating facilities at Sam Rayburn Dam by the U.S. Army Corps of Engineers. SRDEC entered into an agreement with the Corps to fund the cost of these facilities in exchange for the Corps not passing the costs thru to SRDEC via a rate increase. The Agency receives approximately 30% of the electrical output from the Dam thru SRDEC and SRG&T receives the remainder. This project was completed in 2017, and is being amortized straight-line over a period of 45 years. Amortization was \$40,990 and \$30,742 in fiscal years 2018 and 2017, respectively.

Transmission facilities upgrade by Entergy for the MISO system (Note 8) represent costs incurred by the Agency in 2015, 2016, and 2017 for upgrades to facilities owned by Entergy, but used by the Agency for transmission of energy to its industrial customers in the Cambridge Project (Note 7). This project was completed at the end of fiscal year 2016, and is being amortized straight-line over a period of 20 years. Amortization was \$260,529 in fiscal years 2018 and 2017, respectively.

As of September 30, 2018 and 2017, deferred charges of \$687,195 were included in deferred outflows and related deferred credits of \$687,195 were included in deferred inflows in the statement of net position. These balances are related to the operation of the R.D. Willis hydroelectric plant. Payments related to plant operation were suspended for several months during 2017 due to the plant being inactive. Payments resumed in September 2017. The Agency is currently exploring the options available, which include possibly withdrawing from or decommissioning the plant. The Agency cannot predict with certainty the timing or effect of resolution of this issue.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 5 - LONG-TERM DEBT

Bonds outstanding are as follows:

	SEPTEMBER 30,	
	2018	2017
2012 Bonds:		
Serial Bonds, 5.00%, due October 1, 2013 to 2021	\$ 55 290 000	\$ 67 505 000
TOTAL BONDS	55 290 000	67 505 000
Less: Current maturities	(12 830 000)	(12 215 000)
	<u>\$ 42 460 000</u>	<u>\$ 55 290 000</u>
Unamortized Premium	<u>\$ 2 277 704</u>	<u>\$ 3 718 985</u>

Principal and interest on bonds are payable from and secured by a pledge of the revenues of the Agency and assignment of a security interest in certain restricted funds.

On January 1, 1993, the Agency issued \$153,420,000 of Power Supply System Revenue Refunding Bonds, Series 1993A (the 1993A Bonds). The net proceeds, after issuance costs, from the 1993A Bonds were used to purchase government obligations that were held in an escrow account and have matured and been used to pay the principal, redemption premium, and interest on \$5,225,000 in 1982 Bonds and \$123,400,765 in 1985 Bonds previously issued by the Agency.

Subsequently, on February 15, 1993, the Agency issued \$89,595,000 of Power Supply System Revenue Refunding Bonds, Series 1993N (the 1993B Bonds). The net proceeds, after issuance costs, from the 1993B Bonds were used to purchase government obligations that were held in an escrow account and have matured and been used to pay the principal, redemption premium, and interest of \$38,375,000 in 1985 Bonds and \$42,400,000 in 1985A Bonds.

On July 25, 2002, the Agency issued \$185,310,000 of Power Supply System Revenue Refunding Bonds, Series 2002A through 2002D (the 2002 Bonds). The net proceeds, after issuance costs, from the 2002 Bonds were used to purchase government obligations that were held in an escrow account and have matured and been used to pay the principal, redemption premium, and interest on \$132,220,000 in Series 1993A Bonds and \$83,320,000 in Series 1993B Bonds previously issued by the Agency. The Series 2002A Bonds and the Series 2002B Bonds were subject to optional redemption on October 1, 2013.

On September 19, 2012, the Agency issued \$124,010,077 of Power Supply System Revenue Refunding Bonds, Series 2012 (the 2012 Bonds). The net proceeds, after issuance costs, from the 2012 Bonds were used to purchase government obligations that were held in an escrow account and have matured and been used to pay the principal, redemption premium, and interest on \$104,580,000 in Series 2002A Bonds and \$40,000,000 in Series 2002B Bonds previously issued by the Agency. The Agency estimates the 2012 refunding will result in approximately \$28,122,000 of net savings in debt service over the life of the issue and an economic gain of approximately \$21,222,000.

As a result of the above mentioned transactions, the Agency defeased all of its remaining previously issued bonds. The difference between the carrying amounts of the respective bonds defeased and the net cost of defeasance as well as the unamortized costs of the prior refundings was deferred for recovery in future periods. The unamortized portion of this deferral is reflected on the statement of net position under Deferred Outflows as "Cost of Debt Issued in Excess of Debt Refunded".

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 5 - LONG-TERM DEBT - CONTINUED

Debt service requirements on the outstanding bonds are as follows:

<u>FISCAL YEAR END</u>	<u>PRINCIPAL</u>	<u>INTEREST</u>	<u>TOTAL</u>
2019	\$ 12 830 000	\$ 2 764 500	\$ 15 594 500
2020	13 470 000	2 123 000	15 593 000
2021	14 140 000	1 449 500	15 589 500
2022	14 850 000	742 500	15 592 500
TOTAL	<u>\$ 55 290 000</u>	<u>\$ 7 079 500</u>	<u>\$ 62 369 500</u>

Long-term liability activity for the years ended September 30, 2018 and 2017 was as follows:

<u>LONG-TERM LIABILITIES AS OF SEPTEMBER 30, 2018</u>	<u>BEGINNING BALANCE</u>	<u>ADDITIONS</u>	<u>REDUCTIONS</u>	<u>ENDING BALANCE</u>
Bonds Payable:				
2012 Bonds	\$ 67 505 000	\$ -	\$ (12 215 000)	\$ 55 290 000
LONG-TERM LIABILITIES	<u>\$ 67 505 000</u>	<u>\$ -</u>	<u>\$ (12 215 000)</u>	<u>\$ 55 290 000</u>
 <u>LONG-TERM LIABILITIES AS OF SEPTEMBER 30, 2017</u>	 <u>BEGINNING BALANCE</u>	 <u>ADDITIONS</u>	 <u>REDUCTIONS</u>	 <u>ENDING BALANCE</u>
Bonds Payable:				
2012 Bonds	\$ 79 070 000	\$ -	\$ (11 565 000)	\$ 67 505 000
LONG-TERM LIABILITIES	<u>\$ 79 070 000</u>	<u>\$ -</u>	<u>\$ (11 565 000)</u>	<u>\$ 67 505 000</u>

Management asserts that the Agency has satisfied all covenants related to debt outstanding for the periods presented. See supplementary information on page 36 for calculation of related ratios.

NOTE 6 - POWER SALES CONTRACTS

Power sales contracts exist with each of the Agency's Members for the sale of electric power that the Members require for the operation of their respective systems. The contracts will remain in effect until all outstanding bonds of the Agency have been retired (Note 5). Thereafter, the contracts will extend until either the Agency or a Member has given three years notice of the intent to cancel. In no event will the contracts expire before October 1, 2021. The power sales by the Agency to the Members were \$34,812,865 and \$33,012,981 for the years ended September 30, 2018 and 2017, respectively.

As further explained in Note 7, in 2011, the Agency entered into contracts for the sale of power acquired under the terms of the Cambridge Project.

NOTE 7 - REQUIREMENTS POWER SUPPLY AGREEMENTS (RPSA, Supplemental RPSA and Cambridge)

RPSA

In November 1998, the Agency entered into a *Requirements Power Supply Agreement* (the "RPSA") with Entergy Power Marketing Corp. (EPMC), which later became a part of Entergy Koch Trading, L.P. (EKT). The RPSA allows the Agency to purchase its power requirements at a fixed price sufficient to service the retail loads and normal load growth of the Members it currently serves under the terms of its existing power sales contracts (Note 6) until September 30, 2021. The Agency currently purchases all power not supplied by the Robert Douglas Willis Hydro Project and Sam Rayburn Dam Project from EKT through EKT's assignee without novation, EWO Marketing, L.P. (EWOM), under the RPSA. Power supplies delivered under the RPSA are now administered by Entergy Asset Management (EAM). The value assigned to the RPSA of \$59,605,565 is being amortized on a straight-line basis over the life of the agreement. Amortization expense for each of the years ended September 30, 2018 and 2017 totaled \$2,600,592.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 7 - REQUIREMENTS POWER SUPPLY AGREEMENTS (RPSA, Supplemental RPSA and Cambridge) - CONTINUED

In July 2010, the Agency and EWOM entered into the SRMPA Full Requirements Power Supply Agreement for the City of Liberty/Boomerang Load. Liberty and Boomerang Tube, L.L.C. ("Boomerang"), a large industrial customer of Liberty, are parties to the certain Retail Power Purchase Agreement (the "Boomerang Retail Contract") to which Liberty will provide Boomerang with all electrical loads up to 35 MW, or upon request such greater amount not to exceed 40 MW, required by Boomerang to operate its steel pipe and tube production facility. The Agency entered into this agreement, in parallel to the RPSA, to supply Liberty with the electric energy that Liberty needs to satisfy its obligations under the Boomerang Retail Contract. The cost-based agreement will be in effect until September 30, 2021. Power sales under this agreement approximated \$5,515,000 and \$4,894,000 for the years ended September 30, 2018 and 2017, respectively; power purchases approximated \$4,907,000 and \$4,380,000, respectively. The power sale revenues and power purchases related to the Boomerang Retail Contract are not includable as "revenues" or "cost of revenues" under the Series 2012 bonds indenture (Note 5) and are not pledged as "net revenues" securing the 2012 Bonds.

Supplemental RPSA and Cambridge Project

The terms of the RPSA obligate EPMC to serve the Agency's load, net of the above-mentioned hydro-electric power arrangements, and normal load growth measured from a benchmark of 78 MW of which the Agency is entitled to 70.676 MW and VPPA, as part of the exit agreement mentioned in Note 1, is entitled to 7.324 MW. Load growth was stipulated to be 3% over a 5-year future rolling average compounded annually from the 70.676 MW benchmark, regardless of actual load growth. Since the Agency's load growth has grown at a rate of less than 3% annually since fiscal year 1999, capacity equal to the difference between the Agency's actual growth and growth at 3% per annum became available to meet future Agency annual load growth in excess of 3%.

During fiscal years 2010 and 2011, the Agency and VPPA engaged in negotiations with Entergy operating companies and Entergy affiliates regarding additional power supply arrangements, which could utilize the above-mentioned RPSA excess capacity. These negotiations were known as the "Cambridge Project", and from the project, new contractual power supply and purchase arrangements were entered into and became effective in December, 2011. The negotiations also resulted in the Agency being able to obtain a supplemental arrangement to its existing RPSA (*Supplemental RPSA or SRPSA*) with EWOM. The new contracts enabled the Agency to obtain new wholesale loads and provide the Agency firm power supply for the next 25 years to serve its three Member cities (under the SRPSA). The wholesale loads are with VPPA and Entergy Texas, Inc. ("ETI"). The additional power supply resources to the Agency include unit generation from third parties and power supply purchases from Entergy Gulf States Louisiana, LLC ("EGSL") and from EWOM. In addition, the Agency entered into contractual arrangements with EGSL and EWOM for power supply management and delivery.

The Cambridge Project supplements the existing Agency systems and the VPPA systems. VPPA will serve the three industrial loads with power provided by the Agency and purchased from an Entergy company. Under the Cambridge Project, the wholesale power supply to VPPA for the industrial load was reconfigured in part. Under the SRPSA with EWOM, the Agency replaced the right to increase purchases for load growth under the RPSA at a maximum 3% annual rate to a 2% annual growth rate, which is more in line with anticipated load growth rate. The 2% annual growth rate is applied to the 2010 reference year's peak load as the basis for determining the maximum load service obligation. The SRPSA assures an energy supply to the Agency beyond the 2021 termination of the RPSA to 2035, and provides that if the Agency has load growth above the anticipated rate, EWOM will provide service for such load. Should any of the Cambridge Project contractual arrangements be terminated, all Cambridge contracts will terminate and the Agency and VPPA systems will revert to their original condition with wholesale energy provided under the RPSA for the Agency to serve its participating Member cities.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 7 - REQUIREMENTS POWER SUPPLY AGREEMENTS (RPSA, Supplemental RPSA and Cambridge) - CONTINUED

The Cambridge Project is independent from the Agency's existing operations that secure the Agency's debt service obligations to holders of the 2012 Bonds (Note 5). The Agency's Net Revenues and funds and accounts established under the 2012 Bond Indenture are not commingled with Cambridge Project accounts and are not available to the Cambridge Project. Cambridge funds do not secure the 2012 Bonds.

In accordance with the afore-mentioned load arrangements, the Agency is obligated to VPPA for 9.39% of the Cambridge Project's net revenues, computed without regard to VPPA's portion. The Agency accounts for 100% of the revenues and expenses of the Cambridge Project and records as a power supply expense the 9.39% of net revenues allocable to VPPA.

In accordance with a protocol agreement between the Agency and VPPA, 90.61% of \$1.5 million of net revenues from the Cambridge Project were placed in operating reserves for the first 5 years of the contracts; however, this agreement is subject to change by mutual consent of the two parties. Beginning in fiscal year 2017, pursuant to the agreement, the Agency is required to annually contribute 90.61% of \$150,000 of net revenues from the Cambridge Project into operating reserves. As of September 30, 2018 and 2017, the Agency had \$7,126,585 and \$6,931,665, respectively, cash reserved under this agreement.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

Environmental

Electric utilities are subject to continuing environmental regulation. Federal, state, and local standards and procedures that regulate the environmental impact of electric utilities are subject to change. These changes may arise from legislative, regulatory, and continuous judicial action regarding such standards and procedures. The Agency does not own nor lease any generation and is not aware of any noncompliance with current environmental regulations with respect to any of the units constituting its contract power supply.

Regulation

Electric Utility Restructuring

In 1999, the Texas Legislature approved Senate Bill 7, *Electric Utility Restructuring* (SB7), which provided for the restructuring of the Texas electric industry for the purpose of creating a competitive electric power market. The legislation provided that the pricing and supply of the generation of electricity would be unregulated beginning in January 2002. Under special provisions for cooperatives and municipally-owned utilities, the Agency's rates for the sale of wholesale power are no longer regulated by the Public Utility Commission of Texas ("PUCT"). Similarly, the rates of the Members for the sale of electricity are no longer regulated by the PUCT. The law permits the respective boards of directors to set rates.

Investor-owned utilities in the Electric Reliability Council of Texas ("ERCOT") were required to allow their retail customers to select generation suppliers of electricity as of January 2002. The law gives municipally-owned utilities boards of directors sole authority to allow, or not allow, generating suppliers to attempt to sell electricity to retail customers of a municipally-owned utility. Allowing retail customer choice is called "opting in". Even if a municipally-owned utilities board decides to opt in, retail customers will continue to use the transmission and distribution facilities of the utility. The Agency will closely monitor whether any of its Members will decide to opt in and thus evaluate the potential effects of a change in generation sales. The law allows the Agency to recover stranded costs if it experiences a loss of load which would impair payment of debt service and payment of purchased power fixed charges. As of September 30, 2018, none of the Members who are served by the Agency have elected to opt in.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 8 - COMMITMENTS AND CONTINGENCIES - CONTINUED

In consideration of the aforementioned, it should be noted that Jasper and Livingston are surrounded by the service areas of electric cooperatives, which, as noted above, are not required to participate in retail competition under SB7, but which also have competed for years with these Members by proximity of their service areas. Similarly, EGS surrounds Liberty and, although having already made its SB7 rate reduction, EGS continues to be noncompetitive with Liberty in Liberty's *dual certified* area. As a result, the Members have 1) already engaged in retail competition with the *dual certified* annexed portions of their municipal service areas, 2) experienced and withstood retail competition at their retail service area boundaries, and 3) retained loads in their respective single certified portions of their respective service areas sufficient to meet their obligations.

Renewable Energy Credits

On June 1, 2001, the Agency filed with the PUCT an application to certify the Sam Rayburn Dam Project and the R. D. Willis Project as existing renewable resources and nominate the Renewable Energy Credit (REC) offsets. The Public Utility Regulatory Act established a renewable energy credits trading program that will ensure that 2,000MW of new renewable energy capacity is built in Texas as of 2009. Although the Agency is not obligated to purchase REC offsets if not participating in retail competition, generation of renewable resources and REC offsets may be sold by such a resource to competitive retailers. The application was approved in August 2001. The Agency is entitled to earn the 44,711 MWh and 26,374 MWh annual REC offsets for the Sam Rayburn Dam Project and the R.D. Willis Project respectively, as nominated. Senate Bill 20, enacted in August 2005, expanded the goal from 2,000 MW to 5,000 MW of new renewable energy capacity to be built by 2015 and includes a target of 500 MW of renewable capacity from non-wind renewable resources. The PUCT had requested comments be filed for the purpose of conducting rulemaking to implement Senate Bill 20. The Agency had filed comments in response to this request.

PUCT legal comments have since amended §25.173 rules regarding renewable energy resources and enhanced the goal set out in Senate Bill 20 by raising the ceiling for qualification of hydropower as a small producer from 2 MW to 10 MW. For a renewable energy facility to be eligible to produce RECs for use in the renewable energy credits trading program, it must be either a new facility or a small power producer. Under the new definition, existing small hydropower units under 10 MW will be eligible to produce RECs and are no longer limited to election as REC Offsets. The R.D. Willis Project qualifies as a small hydroelectric facility and is eligible for participation in the renewable energy credits trading program. Renewable energy credits may be generated, transferred, and retired by renewable energy power generators. The Agency was in the process of considering an application to the PUCT for the R.D. Willis Project to participate in the renewable energy credits trading program. In January 2011, an additional proposal for rulemaking by the PUCT addressing the removal of REC Offsets at both hydropower facilities and re-registration and treatment as REC's was commented on by the Agency in support of this proposal to the PUCT. As of July 2011 (six months after the order), no action had been taken, causing the project to become automatically considered closed. The PUCT believes it will not be revived in the near future; therefore, the Agency will continue to hold the REC Offsets for each hydro as before until any further future updates occur.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 8 - COMMITMENTS AND CONTINGENCIES - CONTINUED

Transmission

The regulated energy industry continues to experience significant changes. The Midcontinent Independent System Operators (MISO) is the FERC-approved Regional Transmission Organization (RTO) responsible for coordinating transmission service, maintaining reliability, and administering wholesale power markets. FERC continues to support the establishment of large RTOs, which affect the structure of the wholesale market. To this end, on December 19, 2013, a four-state region of the electric grid across the South integrated into MISO's existing footprint in the Midwest adding over 18,000 miles of transmission and 50,000 megawatts of generation capacity. The integration added 10 new transmission owning companies, six local balancing authorities, and 33 new market participants from Mississippi, Louisiana, Arkansas, Texas, and Missouri to MISO. This new region - referred to as MISO South - includes the following transmission owners and local balancing authorities: Entergy (Arkansas, Mississippi, Louisiana, Texas, Gulf States, and New Orleans), CLECO Corp., Lafayette Utilities System, Louisiana Energy and Power Authority, Louisiana Generating, South Mississippi Electric Power Association, and East Texas Electric Cooperative. Also on December 19, 2013, among other market participants, the Agency entered MISO South as a load serving entity member on behalf of the cities of Jasper, Liberty and Livingston, Texas, plus Vinton, Louisiana. MISO membership will provide the Agency and its customers with a reliable, cost-effective option for its operations. Customers will obtain the benefits of a combined operation of a larger pool of power resources across a larger footprint, while also maintaining access to low-cost, clean and reliable power resources.

Among other functions, MISO administers a market-based platform for valuing transmission congestion premised upon a Locational Marginal Price (LMP) system. The LMP system includes the ability to mitigate or eliminate congestion costs through Auction Revenue Rights (ARRs) and Financial Transmission Rights (FTRs). ARRs are allocated to market participants by MISO and FTRs are purchased through auctions. The resulting ARR valuation and the secured FTRs are expected to mitigate transmission congestion risk for the period covered by the ARR/FTR. The Agency endeavors to secure sufficient ARRs to mitigate transmission congestion risk associated with scheduled deliveries from the Agency's generation resources to its load. The Agency does not otherwise engage in FTR-related transactions. Although the Agency has reserved firm transmission from its generation resources to serve its load and believes it is fully hedged against congestion costs, given the way in which ARRs are allocated under current MISO rules there is an inherent, unavoidable risk that the Agency potentially could be exposed at a given time to an ARR shortfall. The Agency believes the completion of certain transmission upgrades on the Entergy system (for which it has already paid) will further mitigate the Agency's exposure to congestion costs.

Power Supply

The RPSA and Supplemental RPSA, further explained in Note 7, provide the Agency with a delivered fixed cost power supply. As a result, the Agency is not faced with market driven increases in power supply, fuel, or delivery costs. In addition, that power supply backs up the Agency's hydropower supply. Management believes that the above factors will enable it to meet current and future obligations.

Power Costs

The Agency was able to reduce its annual debt service requirements through the refundings of its debt in 2002 and again in 2012. The Agency adjusts its coverage requirements to collect true coverage on debt service in order to demonstrate financial responsibility. The Agency also retains the right to refund all collections above those needed to meet operating requirements and debt service to its Members on an annual basis. The Agency's wholesale power cost is therefore a function of monthly energy and demand charges as well as this refund.

SAM RAYBURN MUNICIPAL POWER AGENCY
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

NOTE 8 - COMMITMENTS AND CONTINGENCIES - CONTINUED

Other Commitments

During the fiscal year ended September 30, 2015, the Agency's Board of Directors approved a 3-year plan to replace 7 of the Agency's transformers. During the fiscal year ended September 30, 2016, the Agency's Board of Directors modified this plan to instead include the replacement of 6 transformers and the construction of an express feeder. The cost is expected to approximate \$8,000,000. As of September 30, 2018 and 2017, the Agency had expended approximately \$5.3 million and \$3.6 million on these projects, respectively. The Agency anticipates that the costs will be funded from the Cambridge Fund.

In fiscal year 2017, the Agency signed a lease agreement to lease office space in Liberty, Texas, at a rate of \$800 per month for a period of five years, with an option to renew for an additional five year period at an agreed upon rate. The initial agreement ends on February 28, 2022. Lease payments for the fiscal years 2018 and 2017 totaled \$9,600 and \$7,720, respectively, and are included in general and administrative expenses in the statements of revenues, expenses, and changes in net position. The lessor is also currently retained as outside legal counsel for the Agency. Lease payments are expected to approximate \$9,600 annually under this agreement.

Other Contingencies

In December, 2016, the Agency was notified that the Louisiana Public Service Commission will be conducting a review (Docket No. S-34332) of Special Order 01-2001 to determine if it remains in the best interest of Louisiana ratepayers. The review of this order will encompass the provisions of the Cambridge Project (Note 7). While the Agency cannot predict with certainty when the review will be completed or the outcome, there is a possibility that it could adversely impact the continuation of the Cambridge Project.

NOTE 9 - RISK MANAGEMENT

The Agency is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. Management believes these risks are adequately covered by commercial insurance purchased from independent third parties.

NOTE 10 - TRANSFERS AND INTERFUND BALANCES

During the fiscal years ended September 30, 2018 and 2017, funds net of \$1,868,949 and \$1,850,987, respectively, were transferred from the Cambridge Fund to the RPSA Fund to be used for ongoing capital projects. The Agency also reported \$185,615 as due from the Cambridge Fund to the RPSA Fund as of September 30, 2018, and \$42,897 as due from the RPSA Fund to the Cambridge Fund as of September 30, 2017. These interfund balances are related to expenses of the Cambridge Fund which were paid by the RPSA Fund, and are expected to be repaid within one year.

NOTE 11 - SUBSEQUENT EVENTS

In November 2018, the Agency approved the purchase of 1.2 acres of land adjacent to the Jason substation in Jasper, Texas, as part of a flood mitigation plan. The Agency plans to build a new control house for the substation on the acquired land, with the project estimated to cost approximately \$500,000.

SUPPLEMENTARY INFORMATION

SAM RAYBURN MUNICIPAL POWER AGENCY
SCHEDULES OF DEBT SERVICE COVERAGE
For the Years Ended September 30, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Revenues	\$ 31 547 909	\$ 29 651 852
Interest income	<u>369 456</u>	<u>228 074</u>
TOTAL INCOME	<u>31 917 365</u>	<u>29 879 926</u>
Cost of revenues less depreciation and amortization	<u>13 421 882</u>	<u>12 357 248</u>
NET REVENUES	<u>\$ 18 495 483</u>	<u>\$ 17 522 678</u>
Rate Stabilization Fund	<u>\$ 1 620 414</u>	<u>\$ 1 613 785</u>
Aggregate Debt Service Requirements:		
Interest on long-term debt	\$ 2 764 500	\$ 3 375 250
Principal on long-term debt	<u>12 830 000</u>	<u>12 215 000</u>
TOTAL AGGREGATE DEBT SERVICE REQUIREMENTS	<u>\$ 15 594 500</u>	<u>\$ 15 590 250</u>
Ratio of Net Revenues to Aggregate Debt Service Requirements	<u>1.19</u>	<u>1.12</u>
Ratio of Net Revenues and Rate Stabilization Fund to Aggregate Debt Service Requirements	<u>1.29</u>	<u>1.23</u>

The terms of the 2012 Bond Indenture require net revenues to be at least equal to the sum of the aggregate debt service times 1.20 beginning with the 2013 fiscal year. Also, pursuant to the terms of the 2012 Bond Indenture, the Agency is allowed to utilize the amount held in its Rate Stabilization Fund in the above calculation if the ratio of net revenues is at least 1.10, but less than 1.20. The Agency is required by the 2012 Bond Indenture to service the debt from the operations of the RPSA Fund. The above covenant is a requirement of the RPSA Fund. As explained in Note 5, the net revenues from the Boomerang contract are not included in the above calculation.

See independent auditors' report.